

Council of Governors

Subject:	Appointment of Vice-Chair				Date:	13 th August 2024
Prepared By:	Sally Brook Shanahan, Director of Corporate Affairs					
Approved By:	Sally Brook Shanahan, Director of Corporate Affairs					
Presented By:	Sally Brook Shanahan, Director of Corporate Affairs					
Purpose						
To seek the approval of the Council of Governors of the recommendation from Governors' Remuneration and Nomination Committee at its meeting held on 24 th July 2024 for the appointment of Barbara Brady, a Non-Executive Board member and the Senior Independent Director, as Vice Chair with immediate effect.					Approval	X
					Assurance	
					Update	
					Consider	
Strategic Objectives						
Provide outstanding care in the best place at the right time	Empower and support our people to be the best they can be	Improve health and wellbeing within our communities	Continuously learn and improve	Sustainable use of resources and estates	Work collaboratively with partners in the community	
X	X	X	X	X	X	
Principal Risk						
PR1	Significant deterioration in standards of safety and care					X
PR2	Demand that overwhelms capacity					X
PR3	Critical shortage of workforce capacity and capability					X
PR4	Failure to achieve the Trust's financial strategy					X
PR5	Inability to initiate and implement evidence-based Improvement and innovation					X
PR6	Working more closely with local health and care partners does not fully deliver the required benefits					X
PR7	Major disruptive incident					X
PR8	Failure to deliver sustainable reductions in the Trust's impact on climate change					X
Committees/groups where this item has been presented before						
Governors' Remuneration and Nomination Committee held on 24 th July 2024.						
Acronyms						
SID - Senior Independent Director						
Executive Summary						
<p>The Code of Governance for NHS Foundation Trusts, advises that the appointment of a Vice Chair, who is able to deputise for the Chair, as appropriate, can contribute to the efficient and effective running of the Trust.</p> <p>Further, paragraph 8.5.1.1 of the Trust's Constitution (5th August 2022 version) provides "The Council of Governors, at a general meeting of the Council of Governors, shall appoint one of the Non-Executive directors as Vice Chair".</p> <p>Graham Ward was appointed as Vice Chair on 5th May 2021 and continued in that role until his appointment as Acting Chair on 24th May 2024, resulting in the Vice Chair vacancy.</p> <p>Barbara Brady, Non-Executive Director, the current SID and Chair of the Partnerships and Communities Committee, has been nominated. Barbara was appointed as a Non-Executive Director on 1st October 2018, for an initial three-year period, and has since had her tenure renewed for a further three years. During that period, she has had successful appraisals with the previous Chair, Claire Ward. Barbara is currently in receipt of a £2,000 per annum uplift to her remuneration to reflect her additional responsibilities as the SID. No further increase is proposed for the Vice Chair appointment in these circumstances.</p>						

At its meeting on 24th July 2024, the Governors' Remuneration and Nomination Committee agreed to recommend the appointment of Barbara Brady as Vice Chair of the Foundation Trust to the Council of Governors at its meeting on 13th August 2024.

Recommendation 1: The full Council of Governors is therefore invited to follow that recommendation and approve the appointment as Vice Chair, with no additional remuneration, with immediate effect.

The same Committee also discussed the general basis on which an uplift to a Non-Executive Director's remuneration would apply. The Committee recommended that for the additional responsibilities of the SID and the Vice Chair only, a salary uplift (currently £2,000 pa) was appropriate noting, however, that where both additional roles were performed by the same person only one uplift would be paid.

Recommendation 2: The full Council of Governors is therefore invited to agree the additional roles eligible for an uplift and the payment principle as described above.